

**FILED**

**APR 13 2011**

**SECRETARY, BOARD OF  
OIL, GAS & MINING**

**BEFORE THE BOARD OF OIL, GAS AND MINING  
DEPARTMENT OF NATURAL RESOURCES  
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BERRY PETROLEUM COMPANY FOR AN ORDER OF THE BOARD SUSPENDING THE STATEWIDE WELL SITING RULE, APPROVING ENHANCED AND SECONDARY RECOVERY OPERATIONS, AUTHORIZING UNDERGROUND INJECTION, AND GRANTING AUTHORITY TO USE EXISTING PRODUCTION WELLS AS INJECTION WELLS IN A PILOT WATERFLOOD PROJECT IN THE GREEN RIVER FORMATION IN THE E½ OF SECTION 21, TOWNSHIP 5 SOUTH, RANGE 4 WEST, USM, DUCHESNE COUNTY, UTAH.

**MEMORANDUM IN SUPPORT OF  
BERRY'S MOTION FOR LEAVE TO  
FILE LATE EXHIBITS**

**Docket No. 2011-006**

**Cause No. 246-02**

BERRY PETROLEUM COMPANY ("Berry"), by and through its attorneys, Holland & Hart LLP, respectfully submits this Memorandum in Support of Berry's Motion for Leave to File Late Exhibits. Pursuant to Utah Admin. Code R641-105-400, Berry is requesting that the Board of Oil, Gas, and Mining, for good cause shown, enter an order permitting the late filing of Exhibits A-M.

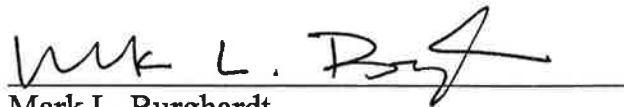
Berry, due to a compounding of circumstances, was unexpectedly delayed in filing its Exhibits for this matter. Specifically, Berry's internal personnel responsible for creating or converting the necessary graphics, maps, well logs, and tables was on a previously scheduled vacation. Additionally, due to high workload demands Berry was

forced to assign a new engineer to this matter. The combination of these events lead to the delay in filing these Exhibits.

For all of the reasons stated, Berry respectfully requests that the Board enter an order approving its request to file late exhibits.

DATED this 13th day of April, 2011.

HOLLAND & HART LLP

A handwritten signature in black ink, appearing to read "Mark L. Burghardt", is written over a horizontal line.

Mark L. Burghardt  
Attorneys for Berry Petroleum Company

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 13th day of April, 2011, a true and correct copy of the foregoing **MEMORANDUM IN SUPPORT OF BERRY'S MOTION FOR LEAVE TO FILE LATE EXHIBITS** was mailed, postage prepaid, to the following:

John R. Baza, Director  
Utah Division of Oil, Gas & Mining  
1594 West North Temple, Suite 300  
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Michael S. Johnson  
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Respectfully submitted this 13<sup>th</sup> day of April, 2011.

BERRY PETROLEUM COMPANY

By:



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